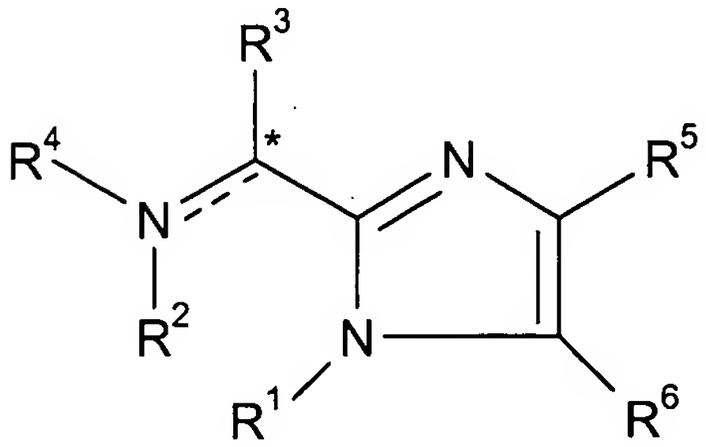
COMPLETE LISTING OF ALL CLAIMS, WITH MARKINGS AND STATUS IDENTIFIERS
(Currently amended claims showing deletions ~~by strikethrough~~ or [[double brackets]] and additions by underlining)

1 (currently amended): A compound of the formula (I),



,

(I)

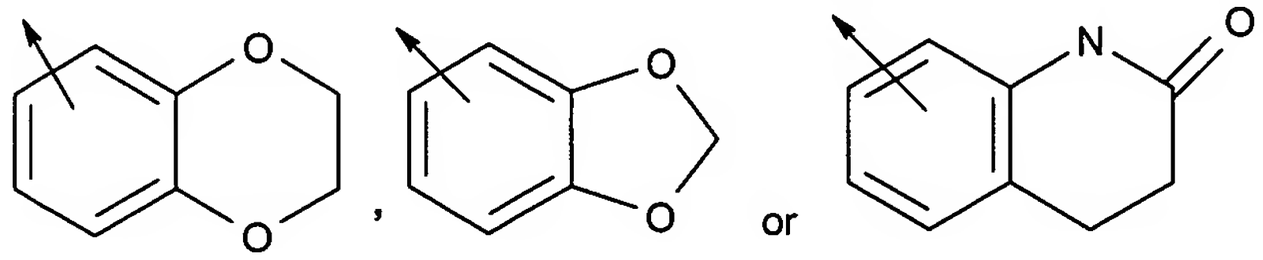
the racemic-diastereomeric mixtures and optical isomers of said compound of formula (I) and pharmaceutically-acceptable salts thereof,

wherein

------- represents an optional bond;

R^1 is H, $-(CH_2)_m-C(O)-(CH_2)_m-Z^1$, $-(CH_2)_m-Z^1$, $-(CH_2)_m-O-Z^1$ or $-[(C_1-C_6)alkyl]_p-C(O)-NH-(CH_2)_m-Z^3$;

Z^1 is an optionally substituted moiety selected from the group consisting of (C_1-C_{12})alkyl, benzo[b]thiophene, phenyl, naphthyl, benzo[b]furanyl, thiophene, isoxazolyl, indolyl,



,

R^2 is H or (C_1-C_6)alkyl;

R^3 is $-CH_2$-indol-3-yl, $-(CH_2)_4-NH-CO-O-t-Bu$ or $-(CH_2)_4-NH_2$;

R^4 is H or $-(CH_2)_m-A^1$;

A^1 is $-C(=Y)-N(X^1X^2)$, $-C(=Y)-X^2$, $-C(=NH)-X^2$ or X^2;

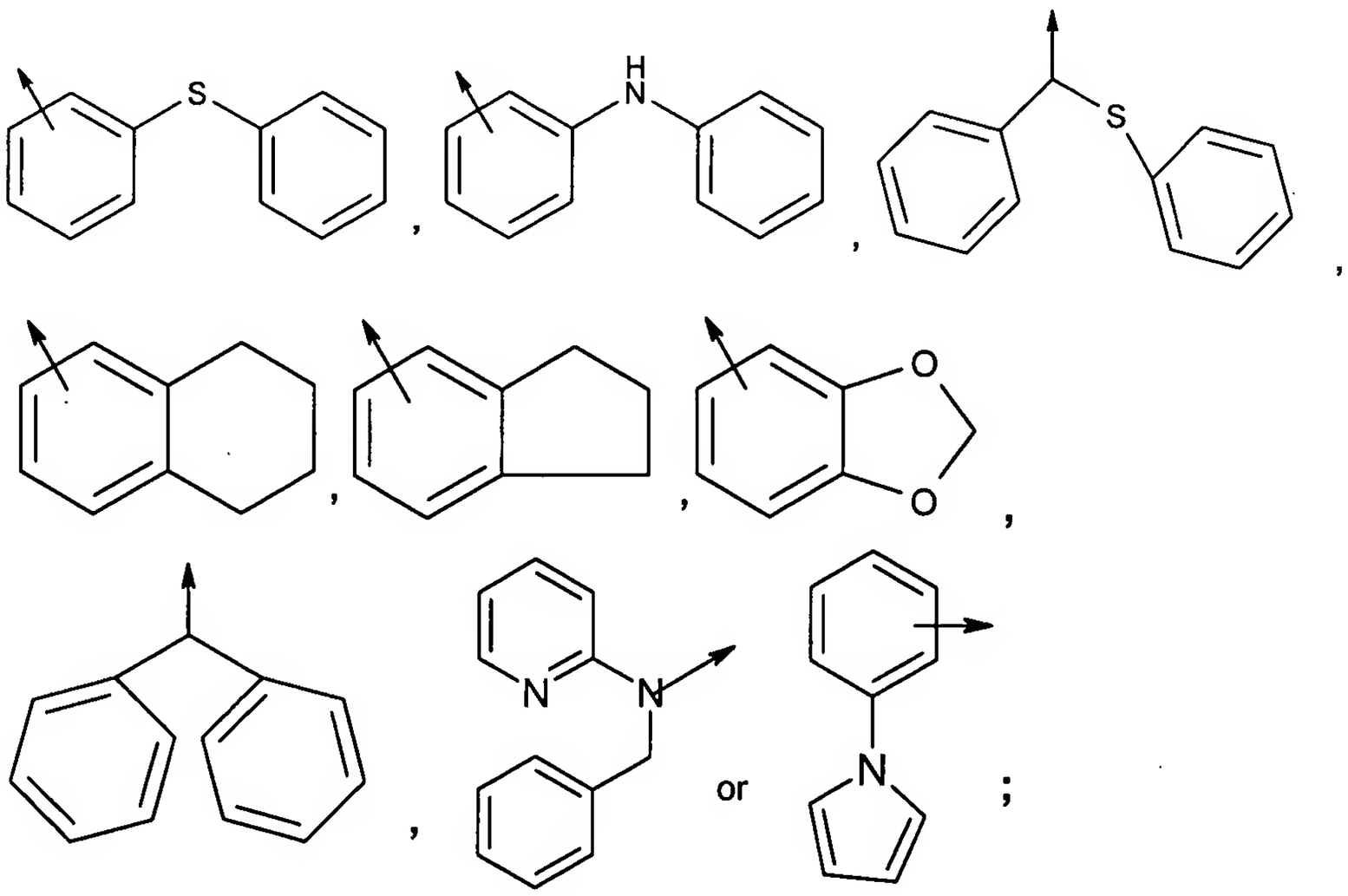
Y is O or S;

X^1 is H, (C_1-C_{12})alkyl, $-(CH_2)_m-NH-(C_1-C_6)$alkyl, $-(CH_2)_m-N-di-(C_1-C_6)$alkyl or $-(CH_2)_m$-aryl;

X^2 is $-(CH_2)_m-Y^1-X^3$ or optionally substituted (C_1-C_{12})alkyl;

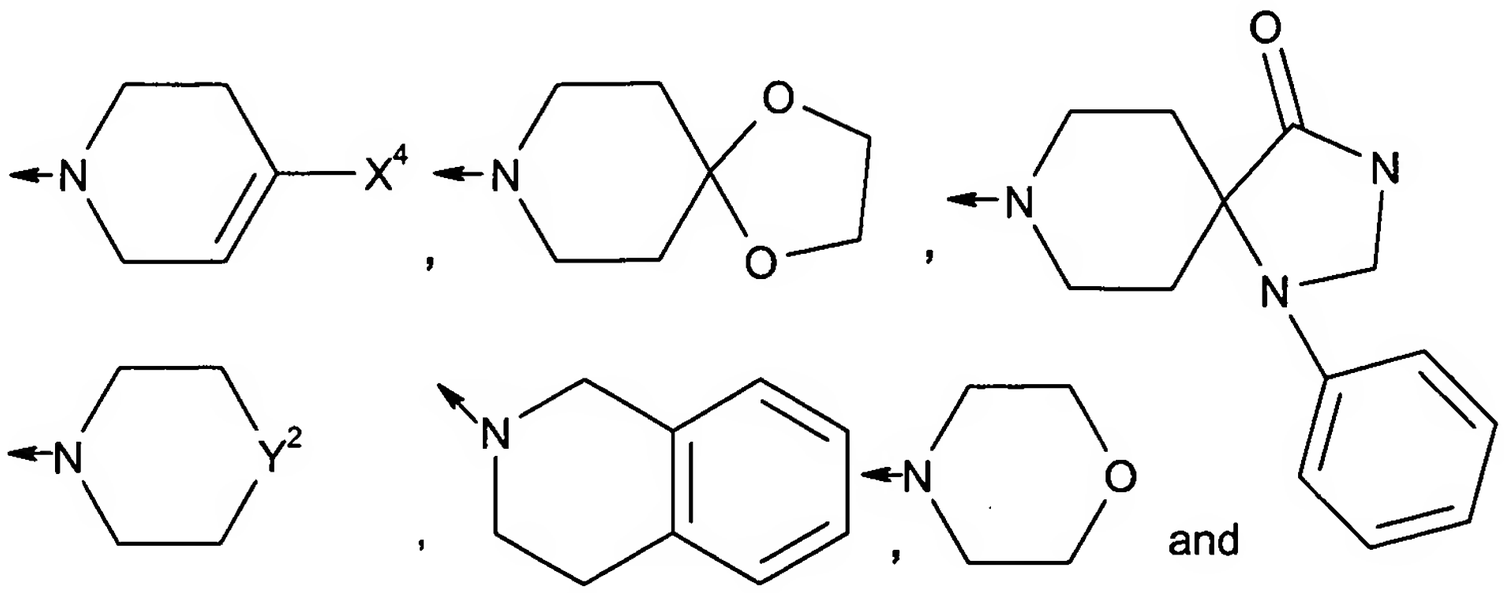
Y^1 is O, S, NH, C=O, (C_2-C_{12})alkenyl having one or more double bonds, -NH-CO-, -CO-NH-, $-NH-CO-O-(CH_2)_m-$, -C≡C-, SO_2 or a bond;

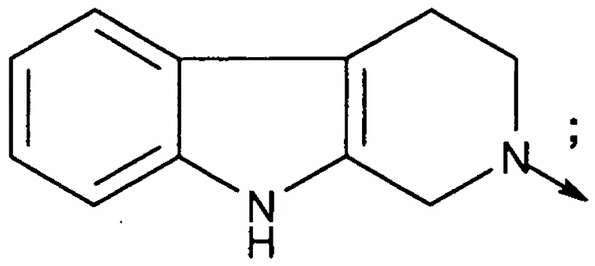
X^3 is H, an optionally substituted moiety selected from the group consisting of (C_1-C_{12})alkyl, (C_3-C_8)cycloalkyl, (C_1-C_{12})alkoxy, aryloxy, (C_1-C_{12})alkylamino, N,N-di-(C_1-C_{12})alkylamino, -CH-di-(C_1-C_{12})alkoxy, pyrrolidinyl, pyridinyl, thiophene, imidazolyl, piperidinyl, piperazinyl, benzothiazolyl, furanyl, indolyl, morpholino, benzo[b]furanyl, quinolinyl, isoquinolinyl, $-(CH_2)_m$-phenyl, naphthyl, fluorenyl, phthalamidyl, pyrimidinyl,



;

or X^1 and X^2 are taken together with the nitrogen to which they are attached to form an optionally substituted moiety selected from the group consisting of thiazolyl





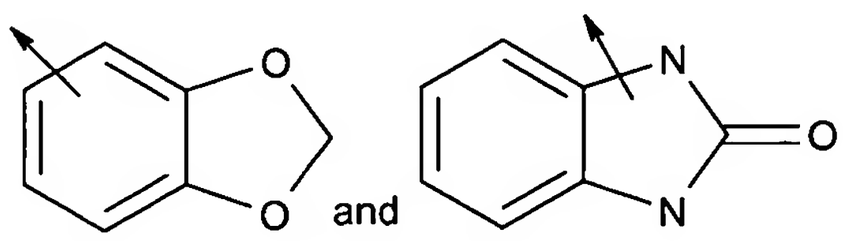
;

Y^2 is CH-X^4, N-X^4, -C(X^4X^4), O or S;

X^4 for each occurrence is independently -$(CH_2)_m$-Y^3-X^5;

Y^3 is -C(O)-, -C(O)O- or a bond;

X^5 is hydroxy, (C_1-C_{12})alkyl, amino, (C_1-C_{12})alkylamino, N,N-di-(C_1-C_{12})alkylamino, or an optionally substituted moiety selected from the group consisting of aryl, aryl(C_1-C_4)alkyl, furanyl, pyridinyl, indolyl, -CH(phenyl)$_2$,



;

R^5 is (C_1-C_{12})alkyl, [(C_1-C_6)alkyl]$_m$-C(O)-O-Z^5, [(C_1-C_6)alkyl]$_p$-C(O)-NH-$(CH_2)_p$-Z^3 or optionally substituted aryl;

Z^3 for each occurrence is independently amino, (C_1-C_{12})alkylamino, N,N-di-(C_1-C_{12})alkylamino, -NH-C(O)-O-$(CH_2)_m$-phenyl -NH-C(O)-O-$(CH_2)_m$-(C_1-C_6)alkyl or an optionally substituted moiety selected from the group consisting of imidazolyl, pyridinyl, morpholino, piperidinyl, piperazinyl, pyrazolidinyl, furanyl and thiophene;

R^6 is H or (C_1-C_6)alkyl;

Z^5 is H, (C_1-C_{12})alkyl, $(CH_2)_m$-aryl;

wherein an optionally substituted moiety is optionally substituted by one or more substituents, each independently selected from the group consisting of Cl, F, Br, I, CF_3, CN, N_3, NO_2, OH, SO_2NH_2, $-OCF_3$, $(C_1\text{-}C_{12})$alkoxy, $-(CH_2)_m$-phenyl-$(X^6)_n$, -S-phenyl-$(X^6)_n$, -S-$(C_1\text{-}C_{12})$alkyl, -O-$(CH_2)_m$-phenyl-$(X^6)_n$, $-(CH_2)_m$-C(O)-O-$(C_1\text{-}C_6)$alkyl, $-(CH_2)_m$-C(O)-$(C_1\text{-}C_6)$alkyl, -O-$(CH_2)_m$-NH_2, -O-$(CH_2)_m$-NH-$(C_1\text{-}C_6)$alkyl, -O-$(CH_2)_m$-N-di-$((C_1\text{-}C_6)$alkyl) and $-[(C_1\text{-}C_{12})\text{alkyl}]_p$-$(X^6)_n$;

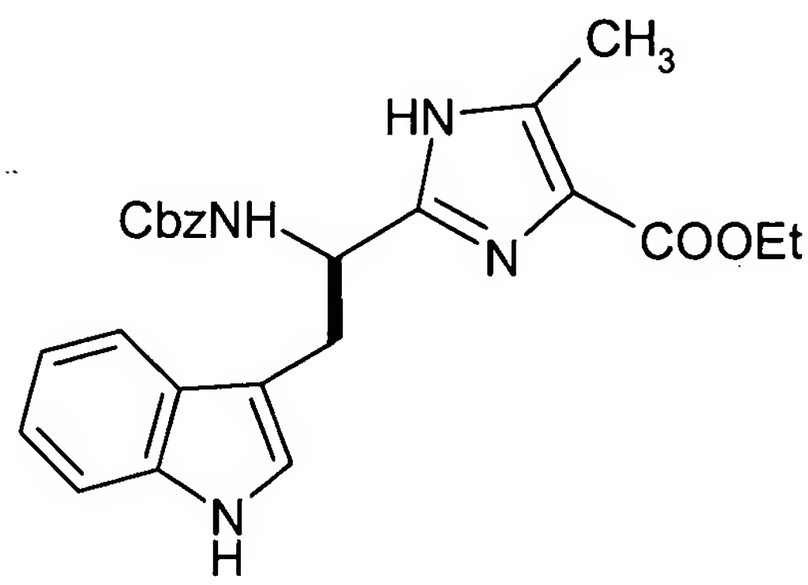
X^6 for each occurrence is independently selected from the group consisting of hydrogen, Cl, F, Br, I, NO_2, N_3, CN, OH, $-CF_3$, $-OCF_3$, $(C_1\text{-}C_{12})$alkyl, $(C_1\text{-}C_{12})$alkoxy, $-(CH_2)_m$-NH_2, $-(CH_2)_m$-NH $-(C_1\text{-}C_6)$alkyl, $-(CH_2)_m$-N-di-$((C_1\text{-}C_6)$alkyl) and $-(CH_2)_m$-phenyl;

m for each occurrence is independently 0 or an integer from 1 to 6;

n for each occurrence is independently an integer from 1 to 5; and

p for each occurrence is independently 0 or1;

provided that the compound is not



wherein "Cbz" is benzyloxycarbonyl.

2 (canceled)

3 (canceled)

4 (canceled)

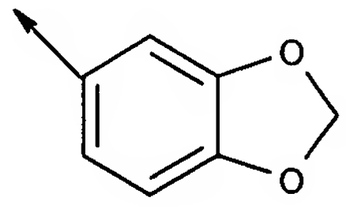
5 (withdrawn): A compound according to claim 1 wherein R^1 is H; R^2 is H; R^3 is -CH_2-indol-3-yl; R^4 is $-(CH_2)_m$-A^1 where m in the definition of R^4 is 0; R^5 is phenyl or t-Bu; R^6 is H;

A^1 is $-C(=Y)-N(X^1X^2)$;

Y is O or S; X^1 is H; X^2 is $-(CH_2)_m$-Y^1-X^3;

m in the definition of X^2 is 0, 1 or 2;

Y^1 is a bond; and X^3 is phenyl, o-Cl-phenyl, m-Cl-phenyl, p-phenyloxy-phenyl, 2,6-di-isopropylphenyl, m-CF_3-phenyl, p-ethoxycarbonyl-phenyl, 2,4-difluorophenyl, m-NO_2-phenyl, p-benzyloxyphenyl, o-isopropylphenyl, n-hexyl, 4-morpholino, naphthyl or



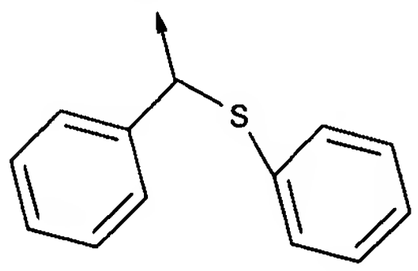
6 (withdrawn): A compound according to claim 1 wherein R^1 is H; R^2 is H; R^3 is -CH_2-indol-3-yl; R^4 is -$(CH_2)_m$-A^1 where m in the definition of R^4 is 0; R^5 is phenyl or t-Bu; R^6 is H;

where A^1 is -C(=Y)-X^2;

Y is O; X^2 is -$(CH_2)_m$-Y^1-X^3;

where m in the definition of X^2 is 0, 1 or 2;

Y^1 is O, -CO-NH-, -NH-CO-O-CH_2-or a bond; and X^3 is methyl, 3-pentyl, phenyl, p-NO_2-phenyl, phthalamidyl, N,N-dimethylamino, p-aminophenyl, fluorenyl or



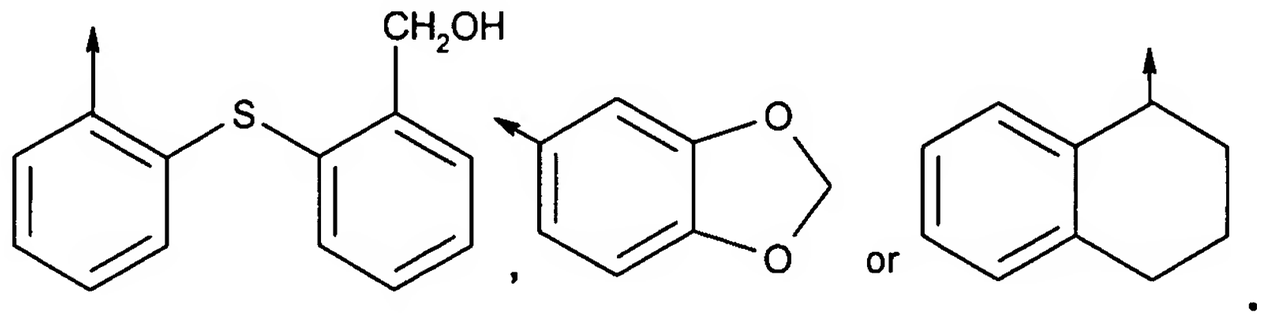
7 (withdrawn): A compound according to claim 1 wherein R^1 is H; R^2 is H; R^3 is -CH_2-indol-3-yl; R^4 is -$(CH_2)_m$-A^1 where m in the definition of R^4 is 0; R^5 is phenyl or t-Bu; R^6 is H;

where A^1 is -C(=Y)-N(X^1X^2);

Y is O; X^1 is hydrogen; X^2 is -$(CH_2)_m$-Y^1-X^3;

where m in the definition of X^2 is 0, 1, 2 or 3;

Y^1 is O, or a bond; and X^3 is cyclopentyl, 4-OH-butyl, N,N-diethylamino, N-methyl-pyrrolidin-3-yl, -CH(ethoxy)$_2$, phenyl, p-SO_2NH_2-phenyl p-OH-phenyl, o-CF_3-phenyl, p-Cl-phenyl, -CH(phenyl)$_2$,



8 (withdrawn): A compound according to claim 1 wherein R^1 is H; R^2 is H; R^3 is -CH_2-indol-3-yl; R^4 is -$(CH_2)_m$-A^1 where m in the definition of R^4 is 0; R^5 is phenyl or t-Bu; R^6 is H;

where A^1 is -C(=Y)-X^2;

Y is O; X^2 is -$(CH_2)_m$-Y^1-X^3;

where m in the definition of X^2 is 0, 1, 2 or 3;

Y^1 is -NH-CO, -C=C-, -C≡C- or a bond; and X^3 is t-butyl, 1-methylcarbonyl-piperidin-4-yl, phenyl, p-Cl-phenyl, m-CF_3-phenyl, 4-nitro-naphthyl, p-methoxy-phenyl, m-(phenylethyl)-phenyl, indol-3-yl or p-aminophenyl.

9 (previously presented): A compound according to claim 1 wherein R^1 is H; R^2 is H; R^5 is phenyl, o-methoxyphenyl, p-Br-phenyl, p-nitro-phenyl or p-N,N-diethylamino-phenyl; R^6 is H.

10 (withdrawn): A compound according to claim 1 wherein R^1 is H; R^2 is H; R^4 is -$(CH_2)_m$-A^1 where m in the definition of R^4 is 0; R^5 is phenyl, o-methoxyphenyl, p-methoxyphenyl, p-Br-phenyl, p-nitro-phenyl or p-N,N-diethylamino-phenyl; R^6 is H;

where A^1 is -C(=Y)-X^2;

Y is O; X^2 is -$(CH_2)_m$-Y^1-X^3;

where m in the definition of X^2 is 1;

Y^1 is a bond; and X^3 is phenyl, o-Br-phenyl, m-Br-phenyl, p-Br-phenyl, o-Cl-phenyl, m-Cl-phenyl, p-Cl-phenyl, o-nitro-phenyl, m-nitro-phenyl, p-nitro-phenyl, o-CF_3-phenyl, m-CF_3-phenyl, p-CF_3-phenyl, o-F-phenyl, m-F-phenyl, p-F-phenyl, N,N-di-methylamino-phenyl, o-OMe-phenyl, m-OMe-phenyl, p-OMe-phenyl, 3,4-di-Cl-phenyl, 3,4,5-tri-OMe-phenyl, p-Me-phenyl, p-OH-phenyl or 2,4-di-F-phenyl.

11 (original): A compound according to claim 9 wherein R^5 is phenyl and R^3 is -(CH_2)-indol-3-yl and the stereochemistry at the carbon to which R^3 is attached is the R-configuration.

12 (withdrawn): A compound according to claim 10 wherein R^5 is phenyl and R^3 is -(CH_2)-indol-3-yl and the stereochemistry at the carbon to which R^3 is attached is the R-configuration.

13 (withdrawn): A compound according to claim 10 wherein R^5 is o-OMe-phenyl and R^3 is -(CH_2)-indol-3-yl and the stereochemistry at the carbon to which R^3 is attached is the R-configuration.

14 (withdrawn): A compound according to claim 10 wherein R^5 is o-OMe-phenyl and R^3 is -(CH_2)-indol-3-yl and the stereochemistry at the carbon to which R^3 is attached is the S-configuration.

15 (withdrawn): A compound according to claim 1 wherein R^1 is H; R^2 is H; R^3 is -$(CH_2)_4$-NH-CO-O-t-Bu or -$(CH_2)_4$-NH_2; R^4 is -$(CH_2)_m$-A^1 where m in the definition of R^4 is 0; R^5 is phenyl; R^6 is H;

where A^1 is -C(=Y)-X^2;

Y is O; X^2 is -$(CH_2)_m$-Y^1-X^3;

where m in the definition of X^2 is 0, 1 or 2;

Y^1 is S, SO_2 or a bond; and X^3 is phenyl, 3,4-di-Cl-phenyl, 3,4,5-tri-OMe-phenyl, p-Me-phenyl, p-OH-phenyl, 2,4-di-F-phenyl, 2-furanyl, 2-pyridinyl, 3-pyridinyl, naphthyl, 2-quinolinyl, 3-quinolinyl, 4-quinolinyl, 8-quinolinyl, 1-isoquinolinyl, 2-thiophene or 2-pyrimidinyl.

16 (withdrawn): A compound according to claim 1 wherein R^1 is H; R^2 is H; R^3 is -$(CH_2)_4$-NH-CO-O-t-Bu or -$(CH_2)_4$-NH_2; R^4 is -$(CH_2)_m$-A^1 where m in the definition of R^4 is 0; R^5 is phenyl; R^6 is H;

where A^1 is -C(=Y)-X^2;

Y is O; X^2 is -$(CH_2)_m$-Y^1-X^3;

where m in the definition of X^2 is 0, 1, 2 or 3;

Y^1 is a bond; and X^3 is 5-indolyl, 3-indolyl, 4-indolyl, 2-indolyl, 5-OMe-indol-3-yl, 5-OMe-indol-2-yl, 5-OH-indol-2-yl, 5-OH-indol-3-yl, 5-Br-indol-3-yl, 2-Me-indol-3-yl, 2-benzothiophene, 3-benzothiophene or 2-benzofuran.

17 (withdrawn): A compound according to claim 1 wherein R^1 is H; R^2 is H; R^4 is -$(CH_2)_m$-A^1 where m in the definition of R^4 is 0; R^5 is phenyl, o-OMe-phenyl or p-OMe-phenyl; R^6 is H;

where A^1 is X^2;

X^2 is -$(CH_2)_m$-Y^1-X^3;

where m in the definition of X^2 is 1, 2 or 3;

Y^1 is S, O or a bond; and X^3 is phenyl, o-OH-phenyl, p-OH-phenyl, o-F-phenyl, m-F-phenyl, p-F-phenyl, o-CF_3-phenyl, o-OMe-phenyl, m-OMe-phenyl, o-nitro-phenyl, p-nitro-phenyl, 3,4-di-Cl-phenyl, 2-nitro-3-OMe-phenyl, o-Br-phenyl, m-Br-phenyl, p-Br-phenyl, 2-thiophene, 3,4,5-tri-OMe-phenyl, p-N,N-dimethylamino-phenyl, p-OCF_3-phenyl, p-(3-(N,N-dimethylamino)propoxy)phenyl, 3-F-4-OMe-phenyl, 2-pyridinyl, 3-pyridinyl, 4-pyridinyl, 2-Cl-quinolin-3-yl, 2-quinolinly, methyl, n-butyl, n-pentyl, n-hexyl, 3,3-dimethyl-butyl, benzyl, cyclohexyl or p-t-Bu-phenyl.

18 (withdrawn): A compound according to claim 1 wherein R^1 is H; R^2 is H; R^3 is -$(CH_2)_4$-NH-CO-O-t-Bu or -$(CH_2)_4$-NH_2; R^4 is -$(CH_2)_m$-A^1 where m in the definition of R^4 is 0; R^5 is phenyl; R^6 is H;

where A^1 is X^2;

X^2 is -$(CH_2)_m$-Y^1-X^3;

where m in the definition of X^2 is 1, 2 or 3;

Y^1 is O or a bond; and X^3 is phenyl, o-OH-phenyl, p-OH-phenyl, o-F-phenyl, m-F-phenyl, p-F-phenyl, o-CF_3-phenyl, o-OMe-phenyl, m-OMe-phenyl, p-OMe-phenyl, o-nitro-phenyl, p-nitro-phenyl, 3,4-di-Cl-phenyl, 2-nitro-3-OMe-phenyl, o-Br-phenyl, m-Br-phenyl, p-Br-phenyl, p-phenyl-phenyl, 2-thiophene, 3,4,5-tri-OMe-phenyl, p-N,N-dimethylamino-phenyl, p-benzyloxy-phenyl, p-OCF_3-phenyl, p-(3-(N,N-dimethylamino)propoxy)phenyl, 3-F-4-OMe-phenyl, 2-pyridinyl, 3-pyridinyl, 4-pyridinyl, 2-Cl-quinolin-3-yl, 2-quinolinly, 3-indolyl, 6-methoxycarbonyl-indol-3-yl, 1-methyl-indol-3-yl, 2-methyl-indol-3-yl, methyl, n-butyl, n-pentyl, n-hexyl, 3,3-dimethyl-butyl, benzyl, cyclohexyl or p-t-Bu-phenyl.

19 (withdrawn): A compound according to claim 1 wherein R^1 is -(CH_2)-CO-Z^1; R^2 is H; R^3 is -$(CH_2)_4$-NH-CO-O-t-Bu, or -(CH_2)-indol-3-yl; R^4 is -$(CH_2)_m$-A^1 where m in the definition of R^4 is 0; R^5 is phenyl; R^6 is H;

where Z^1 is ethyl, phenyl, p-OMe-phenyl, p-phenyl-phenyl, p-Cl-phenyl, p-Br-phenyl, p-N_3-phenyl, p-F-phenyl, m-nitro-phenyl, p-nitro-phenyl, p-CN-phenyl, 2,5-di-OMe-phenyl, 3,4-di-Cl-phenyl, N,N-dimethylamino-phenyl, 3-methyl-4-Cl-phenyl or naphthyl;

A^1 is -C(=Y)-X^2;

Y is O; X^2 is -$(CH_2)_m$-Y^1-X^3;

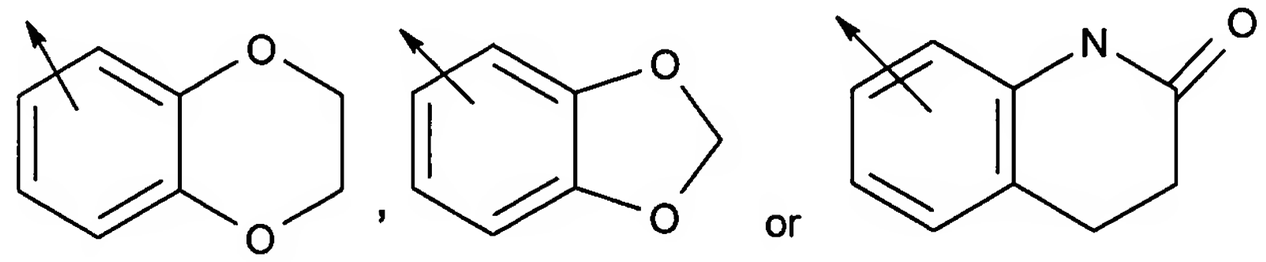
where m in the definition of X^2 is 0;

Y^1 is O; and X^3 is t-Bu.

20 (withdrawn): A compound according to claim 1 wherein R^1 is -(CH_2)-CO-$(CH_2)_m$-Z^1 where m in the definition of R^1 is 0, 1 or 2; R^2 is H; R^3 is -(CH_2)-indol-3-yl or -$(CH_2)_4$-NH-CO-O-t-Bu; R^4 is H or -$(CH_2)_m$-A^1 where m in the definition of R^4 is 0; R^5 is phenyl, o-OMe-phenyl, p-nitro-phenyl, p-Br-phenyl, t-Bu, -$CH(CH_3)_2$-CO-NH-$(CH_2)_2$-CO-O-t-Bu, -$CH(CH_3)_2$-CO-NH-$(CH_2)_3$-imidazol-1-yl, -$CH(CH_3)_2$-CO-NH-$(CH_2)_2$-pyridin-2-yl, -$CH(CH_3)_2$-CO-NH-$(CH_2)_3$-4-morpholino, -$CH(CH_3)_2$-CO-NH-(CH_2)-pyridin-4-yl or -$CH(CH_3)_2$-CO-NH-$(CH_2)_2$-N,N-diethylamino; R^6 is H;

where Z^1 is ethyl, propyl, phenyl, p-OMe-phenyl, p-Cl-phenyl, p-Br-phenyl, p-F-phenyl, p-nitro-phenyl, m-nitro-phenyl, p-CN-phenyl, p-N_3-phenyl, p-phenyl-phenyl, 3-Me-4-Cl-phenyl,

p-N,N-diethylamino-phenyl, 2,5-di-OMe-phenyl, 3,4-di-Cl-phenyl, 3,4-di-F-phenyl, p-OCF_3-phenyl, p-benzyloxy-phenyl, p-pentyl-phenyl, 3,4,5-tri-OMe-phenyl, 3-nitro-4-Cl-phenyl, 3-Cl-4-nitro-phenyl, 3-methyl-5-chloro-benzothiophen-2-yl, 2-benzofuranyl, 3-benzothiophene, 3-phenyl-isoxazol-5-yl, 3-(2,4-di-Cl-phenyl)-isoxazol-5-yl, 3-indolyl, 5-Br-thiophen-2-yl, naphthyl,



or

,

A^1 is $-C(=Y)-X^2$;

Y is O; X^2 is $-(CH_2)_m-Y^1-X^3$;

where m in the definition of X^2 is 0;

Y^1 is O; and X^3 is t-Bu.

Claims 21-29 (canceled)

30 (withdrawn): A pharmaceutical composition comprising a compound according to claim 1 or a pharmaceutically acceptable salt thereof and a pharmaceutically acceptable carrier.

31 (withdrawn): A method of eliciting an agonist effect from one or more of a somatostatin subtype receptor in a subject in need thereof, which comprises administering a compound according to claim 1 or a pharmaceutically acceptable salt thereof to said subject.

32 (withdrawn): A method of eliciting an antagonist effect from one or more of a somatostatin subtype receptor in a subject in need thereof, which comprises administering a compound according to claim 1 or a pharmaceutically acceptable salt thereof to said subject.

33 (withdrawn): A method of binding one or more of a somatostatin subtype receptor in a subject in need thereof, which comprises administering a compound according to claim 1 or a pharmaceutically acceptable salt thereof to said subject.

34 (withdrawn): A method of treating acromegaly, restenosis, Crohn's disease, systemic sclerosis, external and internal pancreatic pseudocysts and ascites, VIPoma, nesidoblastosis, hyperinsulinism, gastrinoma, Zollinger-Ellison Syndrome, diarrhea, AIDS related diarrhea, chemotherapy related diarrhea, scleroderma, Irritable Bowel Syndrome, pancreatitis, small bowel obstruction, gastroesophageal reflux, duodenogastric reflux, Cushing's

Syndrome, gonadotropinoma, hyperparathyroidism, Graves' Disease, diabetic neuropathy, Paget's disease, polycystic ovary disease, cancer, cancer cachexia, hypotension, postprandial hypotension, panic attacks, GH secreting adenomas or TSH secreting adenomas, in a subject in need thereof, which comprises administering a compound according to claim 1 or a pharmaceutically acceptable salt thereof to said subject.

35 (withdrawn): A method of treating diabetes mellitus, hyperlipidemia, insulin insensitivity, Syndrome X, angiopathy, proliferative retinopathy, dawn phenomenon, Nephropathy, peptic ulcers, enterocutaneous and pancreaticocutaneous fistula, Dumping syndrome, watery diarrhea syndrome, acute or chronic pancreatitis, gastrointestinal hormone secreting tumors, angiogenesis, inflammatory disorders, chronic allograft rejection, angioplasty, graft vessel bleeding or gastrointestinal bleeding in a subject in need thereof, which comprises administering a compound according to claim 1 or a pharmaceutically acceptable salt thereof to said subject.

36 (withdrawn): A method of inhibiting the proliferation of helicobacter pylori in a subject in need thereof, which comprises administering a compound according claim 1 or a pharmaceutically acceptable salt thereof, to said subject.

Claims 37-43 (canceled)